

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (JJF)
	)	Jointly Administered
Debtors.	)	
	)	Objections due by:
	)	June 13, 2001 at 4:00 p.m.
	)	Hearing Date: (negative notice)
	)	TBD if necessary

**NOTICE OF MOTION OF DEBTORS FOR AN ORDER GRANTING AN EXTENSION  
OF TIME TO ASSUME, ASSUME AND ASSIGN, OR REJECT UNEXPIRED LEASES  
OF NONRESIDENTIAL REAL PROPERTY**

TO: Parties required to receive notice pursuant to Del. Bankr. LR 2002-1.

On May 24, 2001, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Motion of Debtors for an Order Granting an Extension of Time to Assume, Assume and Assign, or Reject Unexpired Leases of Nonresidential Real Property* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"), seeking an order to

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

310

extend the time in which the Debtors may assume or reject their unexpired non-residential real property leases through and including February 1, 2002. A true and correct copy of the Motion is attached hereto.

Objections and other responses to the relief requested in the Motion, if any, must be in writing and be filed with the Bankruptcy Court no later than 4:00 p.m. Eastern Time on June 13, 2001.

Objections or other responses to the Motion, if any, must also be served so that they are received not later than June 13, 2001 at 4:00 p.m. Eastern Time, by (i) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400); (ii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); (iii) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Ashby & Geddes, 222 Delaware Avenue, P.O. Box 1150,

Wilmington, Delaware 19899 (fax number 302-654-2067); and (v) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302-657-4901).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

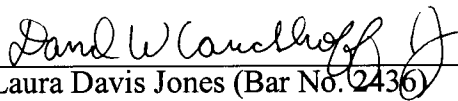
IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL BE HELD BEFORE THE HONORABLE JOSEPH J. FARNAN, JR., UNITED STATES DISTRICT JUDGE, AT THE COURT'S EARLIEST CONVENIENCE. THE DEBTORS WILL NOTICE ANY OBJECTING PARTIES OF SUCH HEARING.

Dated: May 24, 2001

KIRKLAND & ELLIS  
James H.M. Sprayregen  
James W. Kapp III  
Samuel A. Schwartz  
Roger J. Higgins  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

  
\_\_\_\_\_  
Laura Davis Jones (Bar No. 2436)  
Hamid R. Rafatjoo (CA Bar No. 181564)  
David W. Carickhoff, Jr. (Bar No. 3715)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

Co-Counsel for the Debtors and  
Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W. R. GRACE &amp; CO., <u>et al.</u>,<sup>1</sup></b>	)	<b>Case No. 01-1139 (JJF)</b>
	)	<b>(Jointly Administered)</b>
	)	
<b>Debtors.</b>	)	<b>Objections due by:</b>
		<b>June 13, 2001 at 4:00 p.m.</b>
		<b>Hearing Date: (negative notice)</b>
		<b>TBD if necessary</b>

**MOTION OF THE DEBTORS FOR AN ORDER GRANTING AN EXTENSION OF  
TIME TO ASSUME, ASSUME AND ASSIGN, OR REJECT  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move the Court for entry of an order, pursuant to section 365(d)(4) of title 11 of the United States Code (as amended, the “Bankruptcy Code”), extending the time for the Debtors to assume, assume and assign, or reject any lease, sublease or other agreement that may be considered “an unexpired lease of nonresidential real property” (the “Unexpired Leases”) under section 365(d)(4) of the Bankruptcy Code through and including February 1, 2002 (the “Motion”). In support of this Motion, the Debtors respectfully represent as follows:

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**Jurisdiction**

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory basis for the relief requested herein is section 365(d)(4) of the Bankruptcy Code.

**Background**

3. On April 2, 2001 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases").

4. The Debtors engage in specialty chemicals and materials businesses, operating on a worldwide basis, with their corporate headquarters located in Columbia, Maryland. The Debtors predominantly operate through two business units - Davison Chemicals and Performance Chemicals. The Debtors' parent company, W. R. Grace & Co. ("Grace"), is a global holding company that conducts substantially all of its business through a direct, wholly owned subsidiary W. R. Grace & Co. - Conn. ("Grace-Conn"). Grace-Conn owns substantially all of the assets, properties and rights of Grace in the United States and has 76 domestic subsidiaries and affiliates, 60 of which are debtors and debtors in possession in the Chapter 11 Cases.

5. The Chapter 11 Cases have been consolidated for administrative purposes only and pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and manage their properties as debtors in possession.

6. On April 12, 2001, the office of the United States Trustee appointed in the Chapter 11 Cases (i) a committee of unsecured creditors (the "Creditors' Committee"), (ii) a

committee of asbestos personal injury claimants (the "Asbestos Personal Injury Committee") and (iii) a committee of asbestos property damage claimants (the "Asbestos Property Damage Committee," collectively with the Creditors' Committee and the Asbestos Personal Injury Committee, the "Committees").

### **Relief Requested**

7. The sixty-day period enumerated in section 365(d)(4) of the Bankruptcy Code (the "Sixty-Day Period") in which the Debtors must assume, assume and assign, or reject the Unexpired Leases ends on June 1, 2001. By this Motion, the Debtors are seeking an order extending the Sixty-Day Period through and including February 1, 2002 (an eight month extension). Such extension would be subject to and without prejudice to: (a) the rights of the Debtors to request a further extension of the time to assume, assume and assign, or reject the Unexpired Leases and (b) the rights of any lessor to request that the extension be shortened as to a particular Unexpired Lease.

### **The Unexpired Leases**

8. The Debtors are currently parties to several hundred Unexpired Leases that fall into two major categories. The first category of Unexpired Leases consists of real property leases for offices and plants throughout the United States and Puerto Rico (the "Unexpired Facilities Leases"). The second category of Unexpired Leases consists of several hundred leases where the Debtors are lessees under leases of commercial real estate, often retail stores, restaurants and other, similar facilities, most of which have been sub-leased to other tenants (the "Unexpired Commercial Leases").

### **Basis for Relief**

9. This Motion is filed pursuant to section 365(d)(4) of the Bankruptcy Code, which permits bankruptcy courts to grant, for cause, extensions of the Sixty-Day Period. In re Channel Home Centers, Inc., 989 F.2d 682 (3d Cir. 1993), cert. denied, 114 S. Ct. 184 (1993). Congress enacted section 365(d)(4) in order “to protect lessors . . . from delay and uncertainty by forcing a trustee or a debtor in possession to decide quickly whether to assume unexpired leases.” In re American Healthcare Management, Inc., 900 F.2d 827, 830 (5th Cir., 1990).<sup>2</sup> Congress recognized, however, in enacting section 365(d)(4) of the Bankruptcy Code, “that in some cases sixty days will not be enough time for bankrupt lessees to decide whether to assume, assume and assign, or reject leases. In those circumstances, upon adequate demonstration of cause, bankruptcy courts may grant lessees extensions of time in which to assume or reject.” Id.

10. The legislative history of section 365(d)(4) of the Bankruptcy Code indicates that a debtor confronted with the task of analyzing a significant number of leases has sufficient cause to extend the Sixty-Day Period:

This time period [can] be extended by the court for cause, such as in exceptional cases involving large numbers of leases.

130 Cong. Rec. S8894-95, reprinted at 1984 U.S. Code Cong. & Admin. News 576, 598-601

---

<sup>2</sup> Section 365(d)(4) provides:

Notwithstanding paragraphs (1) and (2), in a case under any chapter of this title, if the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is the lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60 day period, fixes, then such lease is deemed rejected, and the trustee shall immediately surrender such nonresidential real property to the lessor.

11 U.S.C. § 365(d)(4) (emphasis added).



(remarks of Sen. Hatch concerning the bill). In construing the legislative history, the bankruptcy court in In re Unit Portions of Delaware, Inc., 53 B.R. 83 (Bankr. E.D.N.Y. 1985) concluded:

Congress recognized that there may be times when it is not possible for the trustee to make a careful and informed assessment of the benefits and burdens of the lease within this 60 day period. Accordingly, it empowered the court to grant a trustee who demonstrates cause for an extension of additional time to make this assessment.

Id. at 85.

11. Numerous courts have discussed what constitutes sufficient cause to extend the time period within which a debtor may assume or reject unexpired leases of nonresidential real property. In In re Wedtech Corp., 72 B.R. 464 (Bankr. S.D.N.Y. 1987), the Court applied the following factors, among others, to determine whether “cause” existed to extend the Sixty-Day Period:

- a. where the leases are an important asset of the estate such that the decision to assume or reject would be central to any plan of reorganization;
- b. where the case is complex and involves large numbers of leases; or
- c. where the debtor has had insufficient time to intelligently appraise each lease’s value to a plan of reorganization.

Id. at 471-72. The Third Circuit Court of Appeals has endorsed the Wedtech decision:

[N]othing prevents a bankruptcy court from granting an extension because a particular debtor needs additional time to determine whether the assumption or rejection of particular leases is called for by the plan of reorganization that it is attempting to develop. Thus we agree with...In re Wedtech Corp., 72 Bankr. 464, 471-72 (Bankr. S.D.N.Y. 1987) that it is permissible for a bankruptcy court to consider a particular debtor’s need for more time in order to analyze leases in light of the plan that it is formulating.

In re Channel Home Centers, Inc., 989 F.2d at 689. Indeed, the deadline for assumption or rejection of leases contained in section 365(d)(4) is often extended for long periods of time, up to the duration of the bankruptcy proceeding. See, e.g., In re Whitcomb & Keller Mort. Co., 715 F.2d 375 (7th Cir. 1983); In re New York Deli, Ltd., 41 B.R. 198 (Bankr. D. Del. 1984) (nine month extension of time to assume or reject leases approved); In re Victoria Station, Inc., 88 B.R. 231, 239 n.7 (9th Cir. B.A.P. 1988) (multiple extensions of 365(d)(4) time period allowed).

12. The Debtors' present situation meets the requirements in Wedtech for an extension of the 365(d)(4) period to assume or reject the Leases.

13. Since the Petition Date, the Debtors' management and professionals have been consumed with the operation of the Debtors' businesses and the resolution of a number of complex business decisions facing the Debtors at the commencement of the Chapter 11 Cases. In particular, the Debtors have, *inter alia*, taken action to in part:

- a. implement the interim DIP financing and to complete negotiations for the Postpetition Credit Facility;
- b. obtain a preliminary injunction enjoining certain asbestos-related and other litigation from proceeding pending further order of the Bankruptcy Court;
- c. implement their essential trade program and negotiate with the Committees concerning certain objections to that program;
- d. prepare their voluminous schedules and statements of financial affairs;
- e. present evidence and documentation to and negotiate with the Committees concerning certain key employee retention programs and other wage and benefit programs;
- f. commence the process of reconciling certain reclamation claims;

- g. retain the various professionals that will assist the Debtors in developing a reorganization plan;
- h. reestablish communications with trade vendors, honor certain prepetition obligations to certain essential trade vendors and attempt to reestablish favorable trade terms with such essential trade vendors;
- i. reestablish communications with customers and honor certain prepetition obligations to such customers, including discounts, rebates, warranties, performance guarantees and royalty payments;
- j. stabilize their cash management operations; and
- k. retain certain key employees.

14. The Sixty-Day Period is an insufficient period of time for the Debtors to make prudent decisions concerning the assumption or rejection of the Unexpired Leases. The size, nature and complexity of these Chapter 11 Cases and the Debtors' businesses, the complex legal and economic issues relating to the Chapter 11 Cases and the potential value of the Unexpired Leases to the ongoing operations of the Debtors all necessitate an extension of the Sixty-Day Period. As a result thereof, sufficient cause exists to extend the Sixty-Day Period until February 1, 2002, to allow the Debtors to engage in a detailed analysis of the Unexpired Leases.

15. The Debtors believe that they are current in all of their postpetition rent payments and other contractual obligations with respect to the Unexpired Leases. The Debtors intend to continue to timely pay all rent obligations on leases until they are either rejected or assumed and will continue to timely perform their contractual obligations with respect to the assumed leases. As a result thereof, the continued occupation of the relevant real property by the Debtors (whether directly or by sublessees) will not prejudice the lessors of such real property or cause such lessors to incur damages that cannot be recompensed under the Bankruptcy Code.

16. For the reasons set forth herein, the Debtors respectfully submit that the time period under section 365(d)(4) of the Bankruptcy Code should be extended for the Debtors to assume, assume and assign, or reject all Unexpired Leases through and including February 1, 2002. The Debtors respectfully submit that any such extension should be granted subject to and without prejudice to: (a) the rights of the Debtors to request a further extension of the time to assume, assume and assign, or reject Unexpired Leases and (b) the rights of any lessor to request that the extension be shortened as to a particular Unexpired Lease.

**Notice**

17. Notice of this Motion has been given to: (i) the United States Trustee; (ii) counsel to the DIP Lender; (iii) counsel to the Committee; (iv) the non-Debtor parties to the Unexpired Leases; and (v) all those parties that requested service and notice of papers in accordance with Fed R. Bankr. P. 2002. In light of the nature of the relief requested, the Debtors submit that no further notice is required.

**No Prior Request**

18. No prior Motion for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) extending the time for the Debtors pursuant to section 365(d)(4) of the Bankruptcy Code to assume, assume and assign, or reject all Unexpired Leases through and including February 1, 2002, subject to and without prejudice to (a) the rights of the Debtors to request a further extension and (b) the rights of any lessor to request that the extension be shortened as to a particular Unexpired Lease, and (ii) granting such other and further relief as the Court deems appropriate.

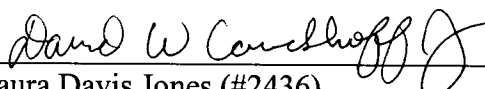
Wilmington, Delaware  
Dated: May 24, 2001

Respectfully submitted,

KIRKLAND & ELLIS  
James H.M. Sprayregen  
James W. Kapp III  
Samuel A. Schwartz  
Roger J. Higgins  
200 East Randolph Drive  
Chicago, Illinois 60601  
Telephone: (312) 861-2000  
Telefax: (312) 861-2200

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES PC

  
\_\_\_\_\_  
Laura Davis Jones (#2436)  
Hamid R. Rafatjoo (CA Bar No. 181564)  
David W. Carickhoff, Jr. (#3715)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, Delaware 19899-8705 (Courier 19801)  
Telephone: (302) 652-4100  
Telefax: (302) 652-4400

Co-Counsel for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-1139 (JJF)
	)	(Jointly Administered)
	)	

**ORDER GRANTING AN EXTENSION OF TIME TO  
ASSUME, ASSUME AND ASSIGN, OR REJECT UNEXPIRED  
LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the motion of the above captioned debtors and debtors in possession (collectively, the “Debtors”) for an order granting an extension of time to assume, assume and assign, or reject unexpired leases of nonresidential real property (the “Motion”);<sup>2</sup> and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Capitalized terms not defined herein shall have the same meaning as in the Motion.

and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors' time to elect to assume, assume and assign, or reject the Unexpired Leases is extended pursuant to section 365(d)(4) of the Bankruptcy Code through and including February 1, 2002; and it is further

ORDERED that entry of this Order shall be subject to and without prejudice to (a) the rights of the Debtors to request a further extension of the time to assume, assume and assign, or reject Unexpired Leases and (b) the rights of any lessor to request that the extension be shortened as to a particular Unexpired Lease; and it is further

ORDERED that pending assumption or rejection of the Unexpired Leases, the Debtors shall timely perform all of their obligations under such Unexpired Leases in accordance with the terms thereof and the provisions of section 365(d)(3) of Bankruptcy Code; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Wilmington, Delaware

Dated: \_\_\_\_\_, 2001

\_\_\_\_\_  
Joseph J. Farnan, Jr.  
United States District Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-01139 (RJN)
	)	Jointly Administered
Debtors.	)	

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE                    )  
  )SS  
COUNTY OF NEW CASTLE            )

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 24th day of May, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

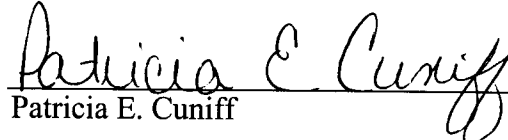


1. Notice of Motion of Debtors for an Order Granting an Extension of Time to Assume, Assume and Assign, or Reject Unexpired Leases of Nonresidential Real Property;

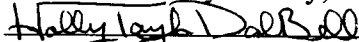
2. Motion of Debtors for an Order Granting an Extension of Time to Assume, Assume and Assign, or Reject Unexpired Leases of Nonresidential Real Property; and

3. [Proposed] Order Granting an Extension of Time to Assume, Assume and Assign, or Reject Unexpired Leases of Nonresidential Real Property.

Dated: May 24, 2001

  
Patricia E. Cuniff

Sworn to and subscribed before  
me this 24th day of May, 2001



Notary Public

My Commission Expires: 02/11/02

W. R. Grace 2002 Service List  
Case No. 01-1139 (RJN)  
Doc. No.  
May 24, 2001  
13 – Hand Delivery  
07 – Federal Express  
74 – First Class Mail

(Counsel to Debtors and Debtors in Possession)  
Laura Davis Jones, Esquire  
David Carickhoff, Esquire.  
Pachulski, Stang, Ziehl, Young & Jones  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

(Counsel to Debtors and Debtors in Possession)  
Hamid R. Rafatjoo, Esquire  
Pachulski, Stang, Ziehl, Young & Jones  
10100 Santa Monica Boulevard  
Los Angeles, CA 90067-4100

***Hand Delivery***

(Copy Service)

Parcels, Inc.  
Vito I. DiMaio  
10th & King Streets  
Wilmington, DE 19801

***Hand Delivery***

(Local Counsel to DIP Lender)

Steven M. Yoder, Esquire  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899

***Hand Delivery***

(Local Counsel to Asbestos Claimants)

William P. Bowden, Esquire  
Matthew G. Zaleski, III, Esquire  
Ashby & Geddes  
222 Delaware Avenue  
P.O. Box 1150  
Wilmington, DE 19899

***Hand Delivery***

William H. Sudell, Jr., Esquire  
Eric D. Schwartz, Esquire  
Morris, Nichols Arsht & Tunnell  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899

***Hand Delivery***

(Counsel for The Chase Manhattan Bank)

Mark D. Collins, Esquire  
Deborah E. Spivack, Esquire  
Richards, Layton & Finger, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, DE 19899

***Hand Delivery***

Jeffrey C. Wisler, Esquire  
Michelle McMahon, Esquire  
Connolly Bove Lodge & Hutz LLP  
1220 Market Street, 10<sup>th</sup> Floor  
Wilmington, DE 19899

***Hand Delivery***

(Counsel for Ingersoll-Rand Fluid Products)

Francis A. Monaco, Jr., Esquire  
Walsh, Monzack and Monaco, P.A.  
1201 N. Orange Street, Suite 400  
P.O. Box 2031  
Wilmington, DE 19801

***Hand Delivery***

(Counsel for Ingersoll-Rand Fluid Products)  
Frederick B. Rosner, Esquire  
Walsh, Monzack and Monaco, P.A.  
1201 N. Orange Street, Suite 400  
Wilmington, DE 19801

***Hand Delivery***

(Counsel for Property Damage Claimants)  
Michael B. Joseph, Esquire  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, DE 19899

***Hand Delivery***

Bruce E. Jameson, Esquire  
Prickett, Jones & Elliott  
1310 King Street  
P.O. Box 1328  
Wilmington, DE 19899

***Hand Delivery***

Mark S. Chehi  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899-0636

***Hand Delivery***

Joseph Grey, Esquire  
Stevens & Lee  
300 Delaware Avenue, Suite 800  
Wilmington, DE 19801

***Hand Delivery***

(Counsel to Official Committee of  
Unsecured Creditors)  
Michael R. Lastowski, Esquire  
Duane, Morris & Heckscher LLP  
1100 North Market Street, Suite 1200  
Wilmington, DE 19801-1246

***Federal Express***

(Counsel to Debtor)  
James H.M. Sprayregen, Esquire  
James Kapp, III, Esquire  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601

***Federal Express***

(United States Trustee)  
Frank J. Perch, Esquire  
Office of the United States Trustee  
601 Walnut Street, Curtis Center,  
Suite 950 West  
Philadelphia, PA 19106

***Federal Express***

(Canadian counsel for Debtor)  
Derrick Tay, Esquire  
Meighen Demers  
Suite 1100, Box 11, Merrill Lynch Canada  
Tower  
Sun Life Center, 200 Kint Street West  
Toronto, Ontario M5H 3T4  
CANADA

***Federal Express***

(W. R. Grace & Co.)  
David B. Siegel  
W.R. Grace and Co.  
7500 Grace Drive  
Columbia, MD 21044

***Federal Express***

(Official Committee of Personal Injury  
Claimants)  
Elihu Inselbuch, Esquire  
Rita Tobin, Esquire  
Caplin & Drysdale, Chartered  
399 Park Avenue, 36<sup>th</sup> Floor  
New York, NY 10022

***Federal Express***

(Official Committee of Unsecured Creditors)  
Lewis Kruger, Esquire  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038-4982

***Federal Express***

(Official Committee of Property Damage Claimants)  
Scott L. Baena, Esquire  
Member  
Bilzin Sumberg Dunn Baena Price & Axelrod LLP  
First Union Financial Center  
200 South Biscayne Blvd, Suite 2500  
Miami, FL 33131

***First Class Mail***

(Counsel to Sealed Air Corporation)  
D. J. Baker, Esquire  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036

***First Class Mail***

(Counsel to DIP Lender)  
J. Douglas Bacon, Esquire  
Latham & Watkins  
Sears Tower, Suite 5800  
Chicago, IL 60606

***First Class Mail***

(Counsel to Asbestos Claimants)  
Nancy Worth Davis, Esquire  
Ness, Motley, Loadhold, Richardson & Poole  
28 Bridgeside Boulevard  
P.O. Box 1792  
Mount Pleasant, SC 29465

***First Class Mail***

Todd Meyer, Esquire  
Kilpatrick Stockton  
1100 Peachtree Street  
Atlanta, GA 30309

***First Class Mail***

Securities & Exchange Commission  
15th & Pennsylvania Ave. N.W.  
Washington, DC 20020

***First Class Mail***

District Director  
IRS  
409 Silverside Road  
Wilmington, DE 19809

***First Class Mail***

Securities & Exchange Commission  
Atlanta Regional Office  
Branch/Reorganization  
3475 Lenox Road, NE, Suite 100  
Atlanta, GA 30326-1232

***First Class Mail***

Secretary of Treasurer  
P.O. Box 7040  
Dover, DE 19903

***First Class Mail***

Secretary of State  
Division of Corporations  
Franchise Tax  
P.O. Box 7040  
Dover, DE 19903

***First Class Mail***

James D. Freeman, Esquire  
U.S. Department of Justice  
Environmental Enforcement Section  
999 18<sup>th</sup> Street  
Suite 945-North Tower  
Denver, CO 80202

***First Class Mail***

Jon L. Heberling, Esquire  
McGarvey, Heberling, Sullivan &  
McGarvey PC  
745 South Main Street  
Kalispel, MT 59901

***First Class Mail***

Patrick L. Hughes, Esquire  
Haynes & Boone LLP  
1000 Louisiana Street, Suite 4300  
Houston, TX 77002-5012

***First Class Mail***

David S. Heller, Esquire  
Latham & Watkins  
Sears Tower, Suite 5800  
Chicago, IL 60606

***First Class Mail***

Charles E. Boulbol, Esquire  
26 Broadway, 17<sup>th</sup> Floor  
New York, NY 10004

***First Class Mail***

Ira S. Greene, Esquire  
Squadron, Ellenoff, Plesent & Sheinfeld,  
LLP  
551 Fifth Avenue  
New York, NY 10176

***First Class Mail***

James A. Sylvester, Esquire  
Intercat, Inc.  
104 Union Avenue  
Manasquan, NJ 08736

***First Class Mail***

Steven J. Johnson, Esquire  
Gibson, Dunn & Crutcher LLP  
1530 Page Mill Road  
Palo Alto, CA 94304-1125

***First Class Mail***

Charlotte Klenke, Esquire  
Schneider National, Inc.  
P.O. Box 2545  
3101 S. Packerland  
Green Bay, WI 54306

***First Class Mail***

David S. Rosenbloom, Esquire  
Jeffrey E. Stone, Esquire  
Lewis S. Rosenbloom, Esquire  
McDermott, Will & Emery  
227 West Monroe Street  
Chicago, IL 60606-5096

***First Class Mail***

Brad Rogers, Esquire  
Office of the General Counsel  
Pension Benefit Guaranty Corp  
1200 K. Street, N. W.  
Washington, D.C. 20005-4026

***First Class Mail***

Pamela Zilly  
Richard Shinder  
David Blechman  
Michael Alexander  
The Blackstone Group  
345 Park Avenue  
New York, NY 10154

***First Class Mail***

Josiah Rotenberg  
Lazard Freres & Co. LLC  
30 Rockefeller Plaza, 60<sup>th</sup>  
New York, NY 10020

***First Class Mail***

(Counsel for The Chase Manhattan)  
Stephen H. Case, Esquire  
Nancy L. Lazar, Esquire  
David D. Tawil, Esquire  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017

***First Class Mail***

Jan M. Hayden  
William H. Patrick  
Heller, Draper, Hayden, Patrick & Horn,  
L.L.C.  
650 Poydras Street, Suite 2500  
New Orleans, LA 70130-6103

***First Class Mail***

Joseph F. Rice  
Ness, Motley, Loadholt, Richardson &  
Poole  
28 Bridgeside Blvd.  
P.O. Box 1792  
Mt. Pleasant, SC 29465

***First Class Mail***

Nancy Worth Davis  
Ness, Motley, Loadholt, Richardson &  
Poole  
28 Bridgeside Blvd.  
P.O. Box 1792  
Mt. Pleasant, SC 29465

***First Class Mail***

(Counsel for Asbestos Claimants)  
Steven T. Baron, Esquire  
Member  
Silber Pearlman, LLP  
2711 North Haskell Avenue, 5<sup>th</sup> Floor, LLP  
Dallas, TX 75204

***First Class Mail***

Bankruptcy Administration  
IOS Capital, Inc.  
1738 Bass Road  
P.O. Box 13708  
Macon, GA 31208-3708

***First Class Mail***

(Attorneys for PPG Industries, Inc.)  
W.J. Winterstein, Jr., Esquire  
John J. Winter, Esquire  
William M. Aukamp, Esquire  
Eleven Penn Center, 29<sup>th</sup> Floor  
1835 Market Street  
Philadelphia, PA 19103

***First Class Mail***

R. Scott Williams  
PMG Capital Corp.  
Four Falls Corporate Center  
West Conshohocken, PA 19428-2961

***First Class Mail***

Alan R. Brayton, Esquire  
Brayton & Purcell  
222 Rush Landing Road  
Novato, CA 94945

***First Class Mail***

Jonathan W. Young  
Wildman, Harrold, Allen & Dixon  
225 West Wacker Drive, Suite 3000  
Chicago, IL 60606-1229

***First Class Mail***

Russell W. Budd  
Alan B. Rich  
Baron & Budd, P.C.  
3102 Oak Lawn Avenue, Suite 1100  
Dallas, TX 75219

***First Class Mail***

Shelby A. Jordan, Esquire  
Nathaniel Peter Holzer, Esquire  
Jordan, Hyden, Womble & Culbreth, P.C.  
500 N. Shoreline Blvd., Suite 900  
Corpus Christi, TX 78471

***First Class Mail***

Courtney M. Labson, Esquire  
The Mills Corporation  
Legal Department  
1300 Wilson Boulevard, Suite 400  
Arlington, VA 22209

***First Class Mail***

T. Kellan Grant  
Wildman, Harrold, Allen & Dixon  
225 West Wacker Drive, Suite 3000  
Chicago, IL 60606-1229

***First Class Mail***

Cindy Schultz  
Ingersoll-Rand Fluid Products  
One Aro Center  
P.O. Box 151  
Bryan, OH 43506

***First Class Mail***

Alan Kolod, Esquire  
Moses & Singer LLP  
1301 Avenue of the Americas  
40<sup>th</sup> Floor  
New York, NY 10019-6076

***First Class Mail***

Mr. Thomas Moskie  
Bankers Trust Company  
Four Albany Street  
Fourth Floor  
New York, NY 10006

***First Class Mail***

John P. Dillman, Esquire  
Linebarger Heard Goggan Blair  
Graham Peña & Sampson, LLP  
P.O. Box 3064  
Houston, TX 77253-3064

***First Class Mail***

Charles E. Gibson, III  
Attorney at Law  
620 North Street, Suite 100  
Jackson, MS 39202

***First Class Mail***

Paul M. Baisier, Esquire  
SEYFARTH SHAW  
1545 Peachtree Street  
Suite 700  
Atlanta, Georgia 30309

***First Class Mail***

Kevin D. McDonald  
Wilshire Scott & Dyer, P.C.  
One Houston Center  
1221 McKinney, Suite 4550  
Houston, Texas 77010

***First Class Mail***

Christopher Beard, Esquire  
Beard & Beard  
306 N. Market Street  
Frederick, MD 21701

***First Class Mail***

Bernice Conn, Esquire  
Robins, Kaplan, Miller & Ciresi LLP  
2049 Century Park East, Suite 3700  
Los Angeles, CA 90067

***First Class Mail***

Steven R. Schlesinger, Esquire  
Jaspan Schlesinger Hoffman LLP  
300 Garden City Plaza  
Garden City, NY 11530

***First Class Mail***

Steven J. Kherkher, Esquire  
Laurence G. Tien, Esquire  
Williams Bailey Law Firm, L.L.P.  
8441 Gulf Freeway, Suite #600  
Houston, Texas 77017

***First Class Mail***

Kimberly W. Osenbaugh  
Preston Gates & Ellis LLP  
701-5<sup>th</sup> Avenue  
Suite 5000  
Seattle, WA 98104-7078

***First Class Mail***

Lewis T. LeClair, Esquire  
McKool Smith  
300 Crescent Court, Suite 1500  
Dallas, Texas 75201

***First Class Mail***

Delta Chemical Corporation  
2601 Cannery Avenue  
Baltimore, MD 21226-1595

***First Class Mail***

Steven T. Hoort, Esquire  
Ropes & Gray  
One International Place  
Boston, Massachusetts 02110-2624

***First Class Mail***

Peter Van N. Lockwood, Esquire  
Julie W. Davis, Esquire  
Trevor W. Swett, III, Esquire  
Nathan D. Finch, Esquire  
Caplin & Drysdale, Chartered  
One Thomas Circle, N.W.  
Washington, DC 20005

***First Class Mail***

Peter A. Chapman  
24 Perdicaris Place  
Trenton, NJ 08618

***First Class Mail***

Paul M. Matheny  
The Law Offices of Peter G. Angelos, P.C.  
5905 Harford Rd.  
Baltimore, MD 21214

***First Class Mail***

Michael J. Urbis  
Jordan, Hyden, Womble & Culbreth, P.C.  
2390 Central Blvd, Suite G  
Brownsville, TX 78520

***First Class Mail***

Mary A. Coventry  
Sealed Air Corporation  
Park 80 East  
Saddle Brook, New Jersey 07663

***First Class Mail***

Margery N. Reed, Esquire  
Duane, Morris & Heckscher LLP  
4200 One Liberty Place  
Philadelphia, PA 19103-7396

***First Class Mail***

Attn: Meridee Moore and Kirsten Lynch  
Farallon Capital Management, L.L.C.  
One Maritime Plaza  
Suite 1325  
San Francisco, California 94111

***First Class Mail***

John M. Klamann  
Klamann & Hubbard  
7101 College Blvd., Suite 120  
Overland Park, KS 66210

***First Class Mail***

Joseph T. Kremer, Esquire  
Lipsitz, Green, Fahringer, Roll, Salisbury  
& Cambria, LLP  
42 Delaware Avenue, Suite 300  
Buffalo, NY 14202

***First Class Mail***

Paul D. Henderson, Esquire  
Dies, Dies & Henderson  
1009 W. Green Avenue  
Orange, TX 77630

***First Class Mail***

Robert Jacobs, Esquire  
Maria Rosoff Eskin  
Jacobs & Crumplar, P.A.  
2 East 7<sup>th</sup> Street  
P.O. Box 1271  
Wilmington, DE 19899



***First Class Mail***

Elizabeth S. Kardos, Esquire  
Gibbons, Del Deo, Dolan Griffinger &  
Vecchione, PC  
One Riverfront Plaza  
Newark, NJ 07102-5497

***First Class Mail***

Thomas J. Noonan, Jr.  
c/o R & S Liquidation Company  
5 Lyons Mall PMB #530  
Basking Ridge, NJ 07920-1928

***First Class Mail***

)  
Harry Lee, Esquire  
Steptoe & Johnson LLP  
1330 Connecticut Avenue, N.W.  
Washington, DC 20036

***First Class Mail***

(Counsel for Public Service Electric and Gas  
Company)  
William E. Frese, Esquire  
Attn: Sheree L. Kelly, Esquire  
80 Park Plaza, T5D  
P.O. Box 570  
Newark, NJ 07101

***First Class Mail***

(Counsel to Official Committee of  
Unsecured Creditors)  
William S. Katchen, Esquire  
Duane, Morris & Heckscher LLP  
1 Riverfront Plaza, 2<sup>nd</sup> Floor  
Newark, NJ 07102

***First Class Mail***

(Tennessee Department of Environment and  
Conservation – Superfund)  
Paul G. Summers, Esquire  
TN Attorney General's Office, Bankr. Unit  
P.O. Box 20207  
Nashville, TN 37202-0207

***First Class Mail***

(Counsel for numerous asbestos claimants)  
Damon J. Chargois, Esquire  
Foster & Sear, L.L.P.  
360 Place Office Park  
1201 N. Watson Road, Suite 145  
Arlington, TX 76006

***First Class Mail***

(Counsel for Berry & Berry)  
C. Randall Bupp, Esquire  
Plastiras & Terrizzi  
24 Professional Center Parkway  
Suite 150  
San Rafael, CA 94903

***First Class Mail***

Anton Volovsek  
Rt2 – Box 200 #42  
Kamiah, Idah 83536-9229

***First Class Mail***

Peter S. Goodman, Esquire  
Andrews & Kurth LLP  
805 Third Avenue  
New York, New York 10022

***First Class Mail***

Jonathan H. Alden, Esquire  
Assistant General Counsel  
3900 Commonwealth Boulevard, MS 35  
Tallahassee, Florida 32399-3000

***First Class Mail***

Credit Lyonnais  
1301 Avenue of the Americas  
New York, New York 10019-0602

***First Class Mail***

State Library of Ohio  
c/o Michelle T. Sutter  
Revenue Recovery  
101 E. Town Street, Second Floor  
Columbus, OH 43215

***First Class Mail***

Rosa Dominy  
Bankruptcy Administration  
IOS Capital, Inc.  
1738 Bass Road  
P.O. Box 13708  
Macon, GA 31208-3708

***First Class Mail***

Robert Jacobs, Esquire  
Jacobs & Crumplar, P.A.  
2 East 7<sup>th</sup> Street  
P.O. Box 1271  
Wilmington, DE 19899

Greif Bros. Corp.  
250 East Wilson Bridge Rd.  
Suite 175  
Worthington, OH 43085